

B1 (Official Form 1)(04/13)

United States Bankruptcy Court District of Nevada				Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): MSAA Holdings, LLC			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) 20-8102694			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)		
Street Address of Debtor (No. and Street, City, and State): 5299 Alton Pkwy. Suite 216 Irvine, CA			Street Address of Joint Debtor (No. and Street, City, and State):		
ZIP Code 92604			ZIP Code		
County of Residence or of the Principal Place of Business: Orange			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address): P.O. Box 60609 Irvine, CA			Mailing Address of Joint Debtor (if different from street address):		
ZIP Code 92602			ZIP Code		
Location of Principal Assets of Business Debtor (if different from street address above):					
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:		Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input checked="" type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000					
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

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Page 2

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): MSAA Holdings, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: MSAA LV Partners, LLC	Case Number: BK-S-15-14589-ABL	Date Filed: 8/11/15	
District: Nevada	Relationship: Affiliate	Judge: Landis	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.	Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b). X _____ Signature of Attorney for Debtor(s) (Date)		
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="margin-left: 40px;"> _____ (Name of landlord that obtained judgment) </div> <div style="margin-left: 40px;"> _____ (Address of landlord) </div>			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

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Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

MSAA Holdings, LLC

Signatures**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7 [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X _____
Signature of Attorney for Debtor(s)

Talitha Gray Kozlowski, Esq. NV Bar No. 9040
Printed Name of Attorney for Debtor(s)

Garman Turner Gordon LLP
Firm Name
650 White Drive
Suite 100
Las Vegas, NV 89119

Address

725-777-3000
Telephone Number

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X Zafar Jafri
Signature of Authorized Individual

Zafar Jafri
Printed Name of Authorized Individual

Member
Title of Authorized Individual

08-12-15
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.

MSAA Holdings, LLC

Pending Bankruptcy Case Filed by any Spouse Partner, or Affiliate of this Debtor (if more than one attached additional sheet)

Name of Debtor: MSAA LV Partner, LLC

Case Number

Date Filed: August 11, 2015

District: Nevada

Relationship: Affiliate

Name of Debtor: MSAA PA Partners, LLC

Case Number

Date Filed: August 11, 2015

District: Nevada

Relationship: Affiliate

Name of Debtor: MSAA Partners, LLC

Case Number

Date Filed: August 11, 2015

District: Nevada

Relationship: Affiliate

B4 (Official Form 4) (12/07)

United States Bankruptcy Court
District of Nevada

In re MSAA Holdings, LLC

Debtor(s)

Case No.

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim [if secured, also state value of security]
There are no unsecured creditors				

B4 (Official Form 4) (12/07) - Cont.
In re MSAA Holdings, LLC

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Member of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date 08-12-15

Signature

Zafar Jafri
Zafar Jafri
Member

*Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

CERTIFICATE OF RESOLUTION

I, the undersigned, a member of MSAA Holdings, LLC, (the “Company”), do hereby certify that the Company has adopted the following resolutions:

“**RESOLVED**, that it is desirable and in the best interest of the Company, its creditors, members and other interested parties, that a petition be filed by the Company seeking relief under the provisions of Chapter 11, of the United States Code (the “Bankruptcy Code”); and it is further

RESOLVED, that the form of Chapter 11 petition shall be as required by law and is approved and adopted in all respects, and that Zafar Jafrey be, and he hereby is, authorized and directed, on behalf of and in the name of the Company to execute and verify a petition substantially in such form and to cause the same to be filed with the United States Bankruptcy Court for the District of Nevada executing said petition on behalf of the Company; and it is further

RESOLVED, that Zafar Jafrey be, and hereby is authorized to execute and file all petitions, schedules, lists and other papers and to take any and all action which he may deem necessary or proper in connection with the Chapter 11 case; and it is further

RESOLVED, that Syed Jafrey or Zafar Jafrey be, and hereby is authorized and directed to employ Heller, Draper, Patrick, Horn & Dabney, L.L.C. as bankruptcy counsel to the Company to represent and assist the Company in carrying out its duties under Title 11 of the United States Code, and to take any and all actions to advance the Company’s rights, including filing and pleading, and in connection therewith, Syed Jafrey or Zafar Jafrey is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of said attorneys.

RESOLVED, that on behalf of the Company, Aesha Jafrey or Zafar Jafri be, and hereby is authorized and directed to employ Garman Turner Gordon LLP as local counsel to the Company to represent and assist the Company in carrying out its duties under Title 11 of the United States Code, and to take any and all actions to advance the Company's rights, including filing and pleading, and in connection therewith, Aesha Jafrey or Zafar Jafri is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Garman Turner Gordon LLP."

IN WITNESS WHEREFORE, I have hereunto set my hand on this 12th day of August, 2015.

MSAA Holdings, LLC

By: Zafar Jafri
Zafar Jafri
Member

**United States Bankruptcy Court
District of Nevada**

In re MSAA Holdings, LLC

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Member of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date:

08-12-15

Zafar M. Nadeem

Zafar Jafri/Member
Signer/Title

MSAA Holdings, LLC
P.O. Box 60609
Irvine, CA 92602

Douglas S. Draper
Heller, Draper, Patrick, Horn & Dabney, LLC
650 Poydras St.
Suite 2500
New Orleans, LA 70130

CHARTIERS VALLEY SCHOOL DISTRICT
LISA M. RILEY, TAX COLLECTOR
SCOTT TOWNSHIP TAX OFFICE
Carnegie, PA 15106

Clark County Assessor c/o Bkcy Clerk
500 S. Grand Central Pkwy.
Box 551401
Las Vegas, NV 89155-1401

Clark County Treasurer c/o Bkcy. Clerk
500 S. Grand Central Pkwy.
Box 551220
Las Vegas, NV 89155-1220

Department of Employment
Training and Rehab
Employment Security Division
500 East Third Street
Carson City, NV 89713

DIANE L. FIGG, TAX COLLECTOR
314 PORTER AVENUE, SUITE A
Scottdale, PA 15683

Gateway School District
Law Office of IRA Weiss
445 Fort Pitt Blvd., Suite 503
Pittsburgh, PA 15219

GE Capital c/o Mark Flamm, Vice Presiden
500 West Monroe
Chicago, IL 60661

GE Entities c/o Scott M. Esterbrook
Reed Smith LLP
Three Logan Square, 1717 Arch Street
Suite 3100
Philadelphia, PA 19103

Gerald M. Gordon
Garman Turner Gordon LLP
650 White Drive, Suite 100
Las Vegas, NV 89119

Internal Revenue Service
PO Box 7346
Philadelphia, PA 19101-7346

J Duane Harriger, Tax Collector
15698. Route 68
Sligo, PA 15266

Jeff Mack, Tax Collector
2275 Philadelphia Street
Indiana, PA 15701

Latrobe Municipal Authority - C-77-490
PO Box 88
Latrobe, PA 15650

Mark Friedman, DLA Piper, LLP
The Marbury Building
6225 Smith Avenue
Baltimore, MD 21209-3600

Mark J. Burkardt, Tax Collector
152 Beatty County Rd.
Latrobe, PA 15650

Monroeville Municipal Authority 09587 0
219 Speelman Lane
Monroeville, PA 15146

Nevada Dept. of Taxation Bankr. Sec.
555 E. Washington Ave., #1300
Las Vegas, NV 89101

Nevada's Attorney General's Office
Grant Sawyer Building
5555 E. Washington Avenue
Suite 3900
Las Vegas, NV 89101

Robert A. Maceiko Tax Collector
Law & Finance Building
15 North Central Avenue
Canonsburg, PA 15317

School District of Duquesne
Treasurer
12 South Second Street
Duquesne, PA 15110-1148

Shelley Buchanan, Treasurer
Tax Collector
11279 Center Hwy
Irwin, PA 15642

Social Security Administration
Office of Regional Chief Counsel
Region IX
160 Spear Street, Suite 800
San Francisco, CA 94105-1545

Township of Scott
Lisa M. Riley, Tax Collector
Scott Township Tax Office
Carnegie, PA 15106

Treasurer, City & School District
of Pittsburgh - Real Estate Tax
P.O. Box 747017
Pittsburgh, PA 15274-7017

United States Attorney's Office
District of Nevada
333 Las Vegas Blvd. South
Suite 5000
Las Vegas, NV 89101

United States Trustee
300 Las Vegas Blvd. South #4300
Las Vegas, NV 89101
